

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

**Chapter 11
Case No. 01-01139 (JKF)
(Jointly Administered)**

**ORDER GRANTING FIFTH QUARTERLY INTERIM APPLICATION OF
ORRICK, HERRING & SUTCLIFFE LLP AS BANKRUPTCY COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD JANUARY 1, 2007 THROUGH MARCH 31, 2007**

Orrick, Herrington & Sutcliffe LLP ("Orrick"), as bankruptcy counsel to David T. Austern, the Future Claimants' Representative (the "FCR"), filed its Fifth Quarterly Interim Application for allowance of compensation and reimbursement of expenses for the time period January 1, 2007 through March 31, 2007 (the "Fifth Quarterly Application"). The Court has reviewed the Fifth Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334; and (b) notice of the Fifth Quarterly Application, and any hearing on the Fifth Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Fifth Quarterly Application. Accordingly, it is hereby

ORDERED that the Fifth Quarterly Application of Orrick is GRANTED on an interim basis. The Debtors shall pay to Orrick the sum of \$1,098,668.00 as compensation and \$57,670.14 as reimbursement for expenses, for a total of \$1,156,338.14 for services rendered and disbursements incurred by Orrick for the period January 1, 2007 through March 31, 2007, less

any amounts which may have been previously paid in connection with Orrick's monthly fee applications for this period.

Dated: _____, 2007

United States Bankruptcy Judge